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RECORDATION NO. _____ Filed & Recorded

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INTERSTATE COMMERCE COMMISSION

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SUPPLEMENTAL AGREEMENT

DATED AS OF NOVEMBER 18, 1970

AMENDING

LEASE OF RAILROAD EQUIPMENT

DATED AS OF SEPTEMBER 1, 1965

BETWEEN

TRAILER TRAIN COMPANY
Lessor

AND

SEA-LAND FREIGHT SERVICE, INC.
Lessee

SUPPLEMENTAL AGREEMENT, dated as of November 18, 1970, between TRAILER TRAIN COMPANY, a Delaware corporation (hereinafter called Lessor) and SEA-LAND FREIGHT SERVICE, INC., an Alaskan corporation (hereinafter called Lessee).

WHEREAS, by LEASE OF RAILROAD EQUIPMENT (hereinafter called Lease) dated as of September 1, 1965, Lessor leased to Lessee twenty (20) 75' Flat Cars for a term of five (5) years from date of delivery of the first car to Lessee; and

WHEREAS, the parties desire to amend the Lease to extend the term of such Lease until March 25, 1973.

NOW, THEREFORE, in consideration of the premises hereinafter set forth, the parties hereto agree as follows:

1. The term of the Lease as set forth in Section 3 is hereby extended to March 25, 1973.
2. The Lease, except as amended by this agreement, shall continue in full force and effect.

3. Lessor will, at the expense of Lessee, upon execution and delivery of this agreement, cause same to be duly filed and recorded with the Interstate Commerce Commission in accordance with Section 20c of the Interstate Commerce Act, as amended.

IN WITNESS WHEREOF, Lessor and Lessee have caused these presents to be signed by their officers and sealed with their seals, duly attested as of the day, month and year first above written.

ATTEST:

TRAILER TRAIN COMPANY

A. F. Hunter
ASSISTANT SECRETARY

ATTEST:

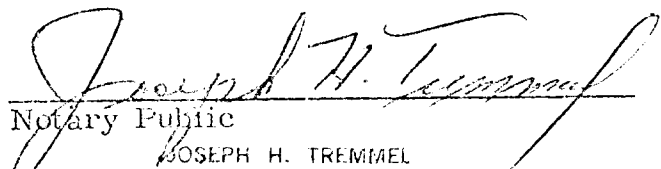
BY: James W. Hightower Jr.
VICE PRESIDENT
& GENERAL MANAGER
SEA-LAND FREIGHT SERVICE, INC.

L. B. Hunter

BY: R. G. Young

COMMONWEALTH OF PENNSYLVANIA)
COUNTY OF *Philadelphia*) ss.
)

On this *19th* day of *MARCH* 19*71*, before me personally appeared *John E. Wightman Jr*, personally known, who being by me duly sworn, says that he is *Vice Pres & Gen Mgr.* of TRAILER TRAIN COMPANY, that the seal affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.


Notary Public
JOSEPH H. TREMMEL
Notary Public, Philadelphia, Philadelphia Co.
My Commission Expires April 8, 1974

STATE OF NEW JERSEY)
) ss.
COUNTY OF UNION)

On this 26 day of May 19 71, before me personally appeared K. S. Younger, to me personally known, who being by me duly sworn, says that he is Pres of SEA-LAND FREIGHT SERVICE, INC., that the seal affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Barbara A. Eggers
Notary Public

BARBARA A. EGGERS
NOTARY PUBLIC OF NEW JERSEY
My Commission Expires Sept. 15, 1975